FORM D 🧻

# **UNITED STATES** SECURITIES AND EXCHANGE COMMISS Washington, D.C. 20549

## FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

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ORIGINAL

Name of Offering ( check if this is an a	mendment and name has chang	ged, and in	licate change.)			
Offering of membership interest in DAC	G Coinvestment Fund II-C, L	LC (the "I	Partnership")		9	
Filing Under (Check box(es) that apply):	☐ Rule 504		Rule 505	<b>⊠</b> Rule 506	Section 4(6)	ULOE
Type of Filing:		⊠ Ne	ew Filing		Amendment	
	A. BAS	IC IDENT	IFICATION DAT	'A		
1. Enter the information requested about the	ie issuer			,		
Name of Issuer ( check if this is an amount	endment and name has changed	d, and indic	ate change.)			
DAG Coinvestment Fund II-C, LLC			•		,	
Address of Executive Offices	(Number and S	treet, City,	State, Zip Code)	Telephone Number	(Including Area Co	ode)
Two Embarcadero Center, Suite 2300, S	ian Francisco, CA 94111		•	(415) 788-2	2755 .	חחחרכפרו
Address of Principal Business Operations (if different from Executive Offices)	(Number and Street, City, State	e, Zip Code		Telephone Number	(Including Area Co	de) PHOUEDOEL
(if different from executive Offices)						7 111 7 7 2000
Brief Description of Business Venture capital investment fund	·		,			THOMSON
Type of Business Organization						FINANCIAL
☐ corporation	limited partnership, alre	eady forme	<u> </u>	other: limited lia	ability company, al	ready formed
☐ business trust	limited partnership, to b	be formed				
Actual or Estimated Date of Incorporation	or Organization:	<u>Mont</u> <b>06</b>		ear 02		
					☑ Actual	☐ Estimated
Jurisdiction of Incorporation or Organizati						
	CN for Canada; FN for	other forei	gn jurisdiction)		DE	
CENERAL INSTRUCTIONS	·					

### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address. Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

### ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

### A. BASIC IDENTIFICATION DATA Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Check Box(es) ☐ Promoter ☐Beneficial Owner ☐ Executive Officer □ Director Managing Director of DAG II, LLC which that Apply: serves as Manager of the Partnership Full Name (Last name first, if individual) John M. Duff Business or Residence Address (Number and Street, City, State, Zip Code) Two Embarcadero Center, Suite 2300, San Francisco, CA 94111 Check Box(es) ☐ Promoter ☐ Beneficial Owner Executive Officer ☐ Director Managing Director of that Apply: DAG II, LLC which serves as Manager of the Partnership Full Name (Last name first, if individual) Arnold W. Ackerman Business or Residence Address (Number and Street, City, State, Zip Code) Two Embarcadero Center, Suite 2300, San Francisco, CA 94111 Promoter Beneficial Owner Executive Officer EManaging Director of Check Boxes □ Director that Apply: DAG II, LLC which serves as Manager of the Partnership Full Name (Last name first, if individual) R. Thomas Goodrich Business or Residence Address (Number and Street, City, State, Zip Code) Two Embarcadero Center, Suite 2300, San Francisco, CA 94111 Check Boxes ☐ Promoter Beneficial Owner Executive Officer Director Sole Manager of that Apply: Partnership Full Name (Last name first, if individual) DAG II, LLC Business or Residence Address (Number and Street, City, State, Zip Code) Two Embarcadero Center, Suite 2300, San Francisco, CA 94111 Promoter Beneficial Owner Executive Officer Director Managing Director of that Apply: DAG II, LLC which serves as Manager of the Partnership Full Name (Last name first, if individual) John J. Cadeddu Business or Residence Address (Number and Street, City, State, Zip Code) Two Embarcadero Center, Suite 2300, San Francisco, CA 94111 Check Boxes Promoter E Beneficial Owner Executive Officer Managing Director Director of General Partner that Apply: Full Name (Last name first, if individual) Armstrong Equity Partners, LP Business or Residence Address (Number and Street, City, State, Zip Code) 1706 Allegheny Tower, 625 Stanwix Street, Pittsburgh, PA 15222 Check Boxes Beneficial Owner ☐ Executive Officer Managing Director Promoter Director of General Partner that Apply: Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Boxes ☐ Promoter Beneficial Owner ☐ Executive Officer Director Managing Director of General Partner that Apply: Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)

				В.	. INFORM	ATION AB	OUT OFFE	RING				
1. Has the is	ssuer sold, or d	oes the issuer	intend to se					under ULOE			Yes No	0 <u>X</u>
2. What is t	he minimum in	vestment that	will be acce	epted from a	any individu	al?					§ None	
3. Does the	offering permi	t joint owners	ship of a sing	gle unit?		,,					Yes X N	o
of purch SEC and	e information re asers in connec l/or with a state forth the inform	tion with sale or states, list	s of securities the name of	es in the off the broker	ering. If a p	erson to be l	isted is an as	sociated pers	on or agent of	a broker or d	ealer register	
					** No	t Appli	icable	**				•
Full Name (	Last name first,	, if individual	)		<u></u>						<u>.</u> .	
Business or	Residence Add	ress (Number	and Street,	City, State,	Zip Code)					•		
Name of Ass	sociated Broker	or Dealer				<u> </u>					<u>.</u>	
States in Wh	nich Person List	ted Has Solici	ited or Inten	ds to Solicit	Purchasers							
(Check "All	States" or chec	k individual S	States)									All States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC] Last name first,	[SD]	(TN)	[TX]	[UT]	[VT]	[VA]	[VA]	[WV]	[WI]	[WY]	[PR]
Business or	Residence Add	ress (Number	and Street,	City, State,	Zip Code)							
Name of Ass	sociated Broker	r or Dealer										
States in Wh	nich Person List	ted Has Solic	ited or Inten	ds to Solicit	t Purchasers			~				
(Check "All	States" or chec	k individual S	States)									All States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT] [RI]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [VA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]
	Last name first			[27]	[01]	[ * * ]	[ ***}		[,, ,]	[,,,]	[]	(, ,,)
Business or	Residence Add	lress (Number	r and Street.	City, State,	Zip Code)							
				• • • • • • • • • • • • • • • • • • • •								
Name of As	sociated Broke	r or Dealer										
States in Wi	nich Person Lis	ted Has Solic	ited or Inten	ds to Solici	t Purchasers							
(Check "All	States" or chec	k individual	States)					••••••				All States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[VA]	[WV]	[WI]	[WY]	[PR]

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box 🔲 and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Type of Security Aggregate Amount Already Offering Price Sold \$ 0.00 \$ 0.00 \$ 0.00 \$ 0.00 Preferred Common Convertible Securities (including warrants)..... \$ 0.00 \$ <u>0.00</u> \$ 2,050,000.00 Membership Interests \$ 2,050,000.00 Other (Specify \_\_\_\_\_) \$ 0.00 \$ 0.00 Total..... \$ 2,050,000.00 \$ 2,050,000.00 Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Number Aggregate Investors Dollar Amount of Purchases \$ 2,050,000.00 Accredited Investors \$ 0.00 Non-accredited Investors ..... 0 \$ 0.00 Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. N/A Dollar Amount Type of Sold Security Type of Offering Rule 505..... N/A \$ 0.00 Regulation A N/A \$ 0.00 Rule 504 N/A \$ 0.00 Total...... N/A \$ 0.00 4.a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees..... 0.00 \$ Printing and Engraving Costs.... 0.00 Legal Fees 0.00 Accounting Fees ..... \$ 0.00 Engineering Fees.... \$ 0.00 Sales Commissions (specify finders' fees separately) 0.00 Other Expenses 0.00 Total ..... 0.00

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

C. OFFERING PRICE, NUMBER OF	INVESTORS, EXPENSES AND	USE OF PROCEEDS	
b. Enter the difference between the aggregate offering pri expenses furnished in response to Part C - Question 4.2 issuer"	a. This difference is the "adjusted"	gross proceeds to the	\$ <u>2,050,000.00</u>
5. Indicate below the amount of the adjusted gross proceeds to the is shown. If the amount for any purpose is not known, furnish an estotal of the payments listed must equal the adjusted gross proceeds above.	timate and check the box to the lef	t of the estimate. The	
		Payment to Officers, Directors, & Affiliates	Payment To Others
Salaries and fees over a 10-year period		□s	□ <b>\$</b>
Purchase of real estate			□ \$
Purchase, rental or leasing and installation of machinery and equipment		□ \$	□ \$
Construction or leasing of plant buildings and facilities		□ \$	
Acquisition of other businesses (including the value of securities involved in in exchange for the assets or securities of another issuer pursuant to a merger		□ \$	\$
Repayment of indebtedness		□ s	S
Working capital		□ \$	
Other (specify):		□ \$	□ \$
	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	□ <b>\$</b>	<b>S</b>
Column Totals		□\$	×\$ 2,050,000.00
Total Payments Listed (column totals added)		<b>×</b> \$ 2,050,00	00.00
D. FEI	DERAL SIGNATURE		
The issuer had duly caused this notice to be signed by the undersigned duly a an undertaking by the issuer to furnish to the U.S. Securities and Exchange C non-accredited investor pursuant to paragraph (b)(2) of Rule 502.			
Issuer (Print or Type)	Signature / //		Date
DAG Coinvestment Fund II-C, LLC	My Cel		7/3/2002
Name of Signer (Print or Type)	Title of Signer (Print or Type)	<del></del>	
DRWIN LI LEKTURN	Managing Director of DAG II DAG Coinvestment Fund II-0		e sole Manager of

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE	SIGNATURE
1.	Is any party described in 17 CFR 230.252(c), (d), (e) or (f) presently subject to	any of the disqualification provisions of such rule?
	See Appendix, Colu	mn 5, for state response.
2.	The undersigned issuer hereby undertakes to furnish to the state administrator times as required by state law.	of any state in which the notice is filed, a notice on Form D (17 CFR 239.500) at such
3.	The undersigned issuer hereby undertakes to furnish to any state administrator	s, upon written request, information furnished by the issuer to offerees.
4.		s that must be satisfied to be entitled to the Uniform limited Offering Exemption r claiming the availability of this exemption has the burden of establishing that these
	e issuer has read this notification and knows the contents to be true and has duly son.	caused this notice to be signed on its behalf by the undersigned duly authorized
Issu	uer (Print or Type)	Signature Date
D	AG Coinvestment Fund II-C, LLC	M W 7/5/2000
Na	Drive 100 mars	Title (Print or Type)  Managing Director of DAG II, LLC, which serves as the sole Manager of  DAG Coinvestment Fund II-C, LLC

## Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

				APPENDIX					
1	2 3 4						5		
	to non- investo	nd to sell accredited rs in State B-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State			Disqualification under State ULOE (if yes, attach explanation of waiver granted (Part E-Item 1)	
State	Yes	No	Membership Interests	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
AL									
AK									
AZ			1						
AR							_		,
CA		х	Membership Interests \$50,000.00	2	\$50,000.00	0	0		X.
CO			Interests 350,000.00	··· -					
CT				**					
DE	· · · · · · · · · · · · · · · · · · ·						··		
DC			·						
FL					<u> </u>				
GA	· · · · · · · · · · · · · · · · · · ·								
HI				· <del>- · ·</del>					
ID									
IL									
IN									<del> </del>
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LA									
ME									†
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MS									
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				APPENDIX					-
1	]	2	3		4				5
	to non- investo (Part	nd to sell accredited rs in State B-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)				
State	Yes	No	Membership Interests	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
MT									
NE									
NV	-			<del></del>					
NH	<del></del>								
NJ					+			-	
NM									
NY									
NC									
ND									
ОН									
OK									
OR						·			
PA	· · · · · · · · · · · · · · · · · · ·	х	Membership Interests \$2,000,000.00	13	\$2,000,000.00	0	0		X
RI									
SC									
SD									
TN									
TX					·				
UT									
VT									
VA									
WA					_				
WV									
WI									
WY						,			
PR									

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